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Page I of 10

SEC 1972 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB (6-02)control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response... i

6/26/03

FORM D

OTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

	SEC USE ONLY				
PROCESS PROCESS			Serial		
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THOMSON

FINANCIAL
Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)
VIRTGAME 2003 UNIT OFFERING
Filing Under (Check box(es) that apply): [X]RULE 506 [] Section 4(6) [] ULOE
Type of Filing: [] New Filing [x] Amendment
A. BASIC IDENTIFICATION DATA
Enter the information requested about the issuer
Name of Issuer ([] check if this is an amendment and name has changed, and indiciate change.) VIRTGAME GORP.
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
6969 CORTE SANTA FE, SUITE A, SAN DIEGO, CA 92121 858-373-5001
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (If different from Executive Offices)
N/A
Brief Description of Business VIRTGAME PROVIDES NETWORKED GAMING SOFTWARE TO THE REGULARISM. http://www.sec.gov/divisions/corpfin/forms/formd.htm

Type of Business Organization	on
[X] corporation	[] limited partnership, already formed [] other (please specify):
[] business trust	[] limited partnership, to be formed
	Month Year accorporation or Organization: [1]0] [9]5] [x] Actual [] Estimated by the composition of the comp

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Responsible 2 or Section 4(6), 17 CFR 230,501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- Enter the information requested for the following:
 - · Each promoter of the issuer, if the issuer has been organized within the past five years:
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

• Each general and managing partner of partnership issuers.

6/26/03

Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	
Full Name (Last nam	e first, if individual)		A CONTRACTOR OF THE PARTY OF TH
MERATI, BRUCE			
Business or Residen	ce Address (Number and Stree	et, City, State, Zip Co	de)
6969 CORTE SANTA	FE, SUITE A. SAN DIEG	O. CA 92121	**************************************
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[x] Director [] General and/or Managing Partner
Full Name (Last name	e first, if individual)		And And Alderson drop the company of the control of
WICHINSKY, GLENN	E.		·
Business or Residenc	e Address (Number and Street	t, City, State, Zip Coo	de)
6969 CORTE SANTO) FE, SUITE A, SAN DIEGO	CA 92121	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name	first, if individual)	·	
Business or Residenc	e Address (Number and Street,	City, State, Zip Cod	e) _.
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
ull Name (Last name	first, if individual)		
Business or Residence	e Address (Number and Street,	City, State, Zip Code	3)
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
ull Name (Last name	first, if individual)	and the second s	
usiness or Residence	Address (Number and Street,)	City, State, Zip Code)
Check Box(es) that	[] Promoter [] Beneficial	[] Executive	[] Director [] General and/or
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Apply:				Own	er	0	fficer			Mar Pari	naging mer	
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MCARAN SECURITIES CO., L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 500 WEST PUTNAM DRIVE, GREENWICH, CT 06830 Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or intends to Solicit Purchasers (Check "All States" or check individual States)		-		e first, if		•			rekonstrukter, dan berak₩	W324		Andrew State of the State of th	The second of th
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(Check "All States" or check individual States)	States	s in Whic	ch Perso	n Listed	Has Se	olicited c	r Intends	s to Solid	it Purch:	asers			
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Full Name (Last name first, if individual) KEANE SECURITIES, INC. Business or Residence Address (Number and Street, City, State, Zip Code) 50 BROADWAY, NEW YORK, NY 10004 Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [] All States [AL] [AS] [AZ] [AR] [CA] [CD] [XT] [DE] [DC] [X] [CA] [HI] [ID] [XL] [IM] [KS] [KY] [LA] [ME] [MA] [MA] [MA] [MN] [MS] [MO] [MG] [NE] [NA] [NH] [MJ] [NM] [NA] [NC] [ND] [OH] [OK] [OR] [PA] [FM] [SC] [SD] [TN] [FM] [UT] [VT] [MA] [MM] [MV] [MV] [MV] [PR] (Use blank sheet, or copy and use additional copies of this sheet, as necessary.) C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "O" if answer is "none" or "zero." if the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Type of Security Offering Price of Securities offered for exchange and already exchanged. Aggregate Amount Already Offering Price of Sold Sold Equity Sold [] Common [] Preferred Convertible Securities (including warrants) SS					-				[ND]	[OH]	[ÓK]		•
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Other (Specify UNITS *). \$ 3,000,000 \$ 3,000,000											,000		00,000
Total\$\$		Total		,						5		5	

ACH UNIT CONSISTS OF 25 SHARES OF SERIES A PREFERRED STOCK AND 35,000 COMMON STOCK PURCHASE WARR http://www.sec.gov/divisions/corpfin/forms/formd.htm 6/26/03

Addreaste

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who
have purchased securities in this offering and the aggregate dollar
amounts of their purchases. For offerings under to the light of their purchases.
number of persons who have purchased securities and the aggregate
dollar amount of their purchases on the total lines. Enter "0" if answer is
"none" or "zero."

	Number Investors	Dollar Amount of Purchases
Accredited Investors	48	\$3,000,000
Non-accredited Investors	0	\$ <u>0</u>
Total (for filings under Rule 504 only)		\$ —
Answer also in Appendix, Column 4, if filing under ULOE.		

3. If this filing is for an offering under harmon or the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$
<u> </u>		\$
Rule 504		\$
Total		\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[]\$
Printing and Engraving Costs	[X]\$_4.000
Legal Fees	[x]\$ 30.000
Accounting Fees	$[X]$ \$_5,000
Engineering Fees	[]\$
Sales Commissions (specify finders' fees separately)	[X] \$ 330,000
Other Expenses (identify)BROKER AND MISC. EXPENSES	[X] \$ 65,000
Total	[X]\$434.000

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 2,566.00

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

Salaries and fees		Payments to Officers, Paymer Directors, & To Affiliates Others []	its
Salalies aliu lees		\$1,601,750\$	
Purchase of real estate	*******************	[] \$\$	
Purchase, rental or leasing and installation of ma and equipment		[] X] \$\$ 264,2	<u></u>
Construction or leasing of plant buildings and fac	cilities	[] \$ \$	
Acquisition of other businesses (including the value securities involved in this offering that may be userchange for the assets or securities of another pursuant to a merger)	sed in issuer	[] [] \$\$	
Repayment of indebtedness	•••••	[] \$\$_700,0	00
Working capital	***************************************	[] \$ \$	
Other (specify):	-	[] [] \$	
Column Totals		*) []	
Total Payments Listed (column totals added)		\$1,601,750\$ 964,25 []\$2,566,000	<u>50</u>
D. FEDERA	AL SIGNATURE	-the-files refer to the annulus reduction of the state of	
The issuer has duly caused this notice to be signed by filed under <u>the side</u> , the following signature constitutes Securities and Exchange Commission, upon written recany non-accredited investor pursuant to paragraph (b)(s an undertaking by the is quest of its staff, the inforr	suer to furnish to the LLS	
Issuer (Print or Type)	Signature .	Date	_
issues (Clinical Type)	For A. A	Date	
VIRTGAME CORP.		8-4-03	_].
Name of Signer (Print or Type)	Title of Signer (Print or T	ype)	
BRUCE MERATI	PRESIDENT		
ATTI	ENTION		7
Intentional misstatements or omissions of fa U.S.C	ct constitute federal crir C. 1001.)	minal violations. (See 18	1

E. STATE SIGNATURE

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Yes No [] ⋈

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification	
provisions of such	
rule?	

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

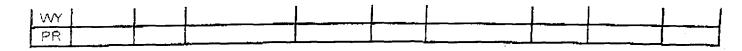
Issuer (Print or Type)	Signature Date
VIRTGAME CORP.	Fr 18-4-03
Name of Signer (Print or Type)	Title (Print or Type)
BRUCE MERATI	PRESIDENT

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

			AP	PENDI	Χ			
Intend to sell to non-accredited investors in State (Part B-Item 1)		4 Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of Waiver granted) (Part E-Item 1)			
State	Yes	2	Number of Accredited Investors	I	Number of Non-Accredited Investors	Amount	Yes	No
AL AK								

AF		X	Units \$25.00	d 1	\$ 10,000	0	0	X:
CA		X	Units \$25,000) 1	\$25,000	0	10	X
CC	5				7 23 ,000			^_
CT		X	Units \$25,000	2	\$713,500		0	X
DE								^
DC	>							
FL		X	Units \$25,000	4	\$72,500	0	0	X
GA								
HI		<u> </u>		 _				
ID	 	<u> </u>	ļ					
112	 	 					 	
IA		ļ	 					
KS	 		 				 	
KY			Trains \$25 000	2	20,000			
LA			Units \$25,000		\$20,000	0	0	X
ME							 -	
MD		X	Units \$25,000	2	\$22,500	0	0	X
MA		Х	Units \$25,000	2	\$62,500	0	0	X
MI				·				
MN	 		<u> </u>		+			
MS								
MO MT			ļ <u>-</u>		 			
NE NE		J						
NV			<u> </u>		+			
NH					 			
NJ		_ X	Units \$25,000	6	\$287,500	0	0	
NM								X
NY		X	Units \$25,000	23	\$1,601,500	0	0	X
NC								
20	L							
OH.					 			
OK OD					 			
OR DA					 			
PA Ri					 -			
SC								
SD								
TN					 -			
TX								
UT								
VT								
VA		X	Jnits \$25,000	1	75,000	0	0	
NA					2,2,000	-		X
W								
W								~ ~



http://www.sec.gov/divisions/corpfin/forms/formd.htm Last update: 06/06/2002